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University of Illinois

BY-LAWS
OF THE
BOARD OF TRUSTEES



November 1993

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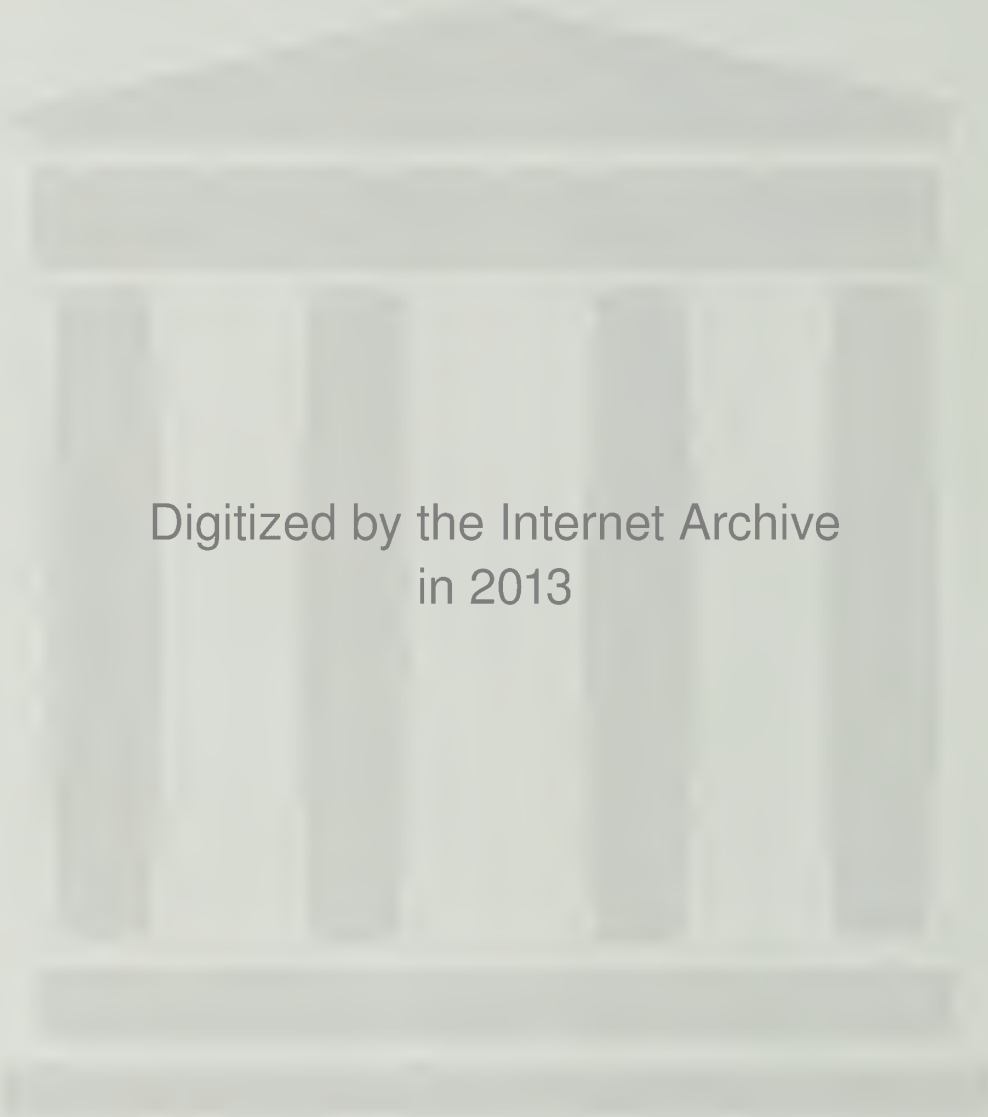
***BY-LAWS OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF ILLINOIS***

ARTICLE I. MEETINGS

Section 1. The Board of Trustees shall hold an annual meeting on the third Friday of January, unless the date of such meeting be changed by the Board. The Board shall hold regular meetings on the second Friday of each month; the date of any meeting may be changed by vote of the Board or by order of the Chair thereof; any monthly meeting may be omitted by vote of the Board or by order of the Chair thereof, in case it appears that the amount and nature of the business to be presented is not sufficient to justify a meeting.

Section 2. Special meetings may be called, whenever deemed necessary, by the Chair or any three members of the Board, by giving at least twenty-four hours' notice thereof by mail, facsimile or telephone to each member of the Board or as required by law. In such notice, the object and general character of the special business to be transacted at such meeting shall be stated.

Section 3. All regular meetings of the Board shall be held at one of the campuses of the University unless otherwise ordered by vote of the Board or



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by the Chair thereof. The members of the Board shall be notified by mail not later than five days previous to any regular meeting.

Section 4. A majority of all the members constituting the Board shall be a quorum to transact business; provided, that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

ARTICLE II. ORDER OF BUSINESS

Section 1. At all regular meetings and at special meetings, so far as it may be applicable, the following order of business shall be observed, unless suspended or modified by a majority vote of those present.

1. Roll call.
2. Reading and approval of the minutes of previous meetings.
Provided that if a printed copy thereof has been furnished each member before the beginning of the session, the reading may, on motion, be dispensed with.
3. Election of officers, (if necessary).
4. Reports of Committees.
5. Reports and recommendations of the President of the University.
6. Reports and recommendations of the Chair of the Board.
7. Reports of officers.
8. Communications and petitions.
9. Old business.
10. New business.

ARTICLE III. RULES OF ORDER

Section 1. Robert's Rules of Order shall govern the consideration of all business and debate, so far as it may be applicable to this body. The University Counsel shall serve as the parliamentarian at all meetings of the Board and its committees.

Section 2. Any member of the Board may request that motions, resolutions, or other propositions be reduced to writing before being voted on (except usual, short parliamentary motions).

Section 3. No second shall be required to any motion.

Section 4. A record vote of the Board shall be had on all propositions for the appropriation of the funds of the University or to create any liability, or on the sale, purchase, or leasing of real estate except where such authority is specifically delegated to University administrative officers in the Statutes of the University, or any amendment or revision of the Statutes of the University or By-Laws of the Board, and on the demand of any member of the Board made before the announcement of a vote otherwise taken.

Section 5. Subject to applicable law, the Board must have a motion from a member that is passed by a vote of the majority of the Board in order to hold an executive session.

ARTICLE IV. COMMITTEES OF THE BOARD

Section 1. At the annual meeting in January of each year, the Board shall elect two members of an "Executive Committee," consisting of three members, the Chair to be the Chair *ex officio*, which members shall hold office for one year, or until their successors have been elected.

Section 2. Said Committee shall meet whenever the chair, or two members thereof, shall find it necessary for the transaction of any business which is urgent and can not be postponed to a regular meeting of the Board. The Committee may meet through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can communicate with each other. All trustees shall be given the same Notice of Meeting that is sent to the members of the Executive Committee so that they may elect to participate in the meeting.

Section 3. Said Committee shall possess all the powers of the Board when in session, provided that it shall not overrule, revise, or change the previous acts of the Board, or take from regular or special committees any business referred to them by the Board.

Section 4. The Executive Committee shall make a record in writing of all its transactions and submit it to the Board at its next regular meeting, signed

by all the members agreeing thereto. Such record shall thereupon be incorporated in the minutes of the Board as an integral part thereof.

Section 5. The regular committees of the Board shall be appointed by the Chair, and a list thereof inserted in the minutes of the annual meeting.¹

Section 6. The following shall constitute the regular or standing committees of the Board and the members thereof shall hold office for one year or until their successors are appointed:

Five or more Board members each --

Buildings and Grounds

University Hospital and Clinics

Three or more Board members each --

Academic Affairs

Diversity

Athletics

Finance and Audit

Student Affairs

Section 7. Committees shall consider all matters referred to them as soon as may be and carry out the orders of the Board insofar as they are

¹In addition to the assignment to the standing committees, three Trustees are elected to the State Civil Service Merit Board and two Trustees to the State Universities Retirement System Board. In addition, one Trustee is appointed by the Chair of the Board to serve as an alternate representative to the Illinois Board of Higher Education, to serve when the Board Chair is unable to attend IBHE Board meetings. There is also a Trustee appointed to meet with and make an annual report to the Alumni Association Board.

specifically empowered by the Board and shall report their recommendations or action as soon thereafter as may be.

Section 8. The first named member of each committee shall act as chair, call meetings thereof and direct its proceedings, but shall not otherwise have greater power or authority than any other member.

Section 9. Special committees may be created to take charge of subjects specifically referred to them. Such committees shall be appointed in the manner, and shall consist of members, as may be ordered by the Board at the time of their appointment, and shall cease to exist when discharged by the Board from the consideration thereof. Their conduct of business shall be in accordance with the provisions of Section 8 of this Article.

ARTICLE V. TERMS OF OFFICERS AND APPOINTEES OF THE BOARD

Section 1. The officers of the Board shall consist of a Chair, Secretary², Comptroller, and University Counsel, who shall be elected for a term of one year, and a Treasurer who shall be elected for a term of two years.

²The Secretary shall perform the duties of the "Recording Secretary" and "Corresponding Secretary" as provided for by Illinois statute.

They shall be elected at the annual meeting of the Board and shall hold office until their successors are elected and qualified. Prior to the election of the Secretary, Comptroller, and University Counsel, the Board shall have the advice of the President of the University. All vacancies for any cause shall be filled by vote of the Board of Trustees in organized meeting, provided that for the period between the occurrence of any vacancy and the next regular meeting of the Board of Trustees, the Chair of the Academic Affairs Committee of the Board shall be and become Chair, if the vacancy exists in that office, otherwise such person as may be designated by the Chair shall serve as Secretary, Comptroller, University Counsel, or Treasurer, as the case may be.

ARTICLE VI. DUTIES OF OFFICERS AND APPOINTEES OF THE BOARD.

Section 1. Chair. The trustee elected to serve as President of the Board shall be known and referred to as the Chair. It shall be the duty of the Chair to preside at all its meetings, to sign warrants for all accounts when properly audited and allowed, and to submit such recommendations and information as the Chair may consider proper concerning the business and interest of the

University. The Chair shall be *ex officio* a member of all committees, with vote.

Section 2. Secretary. The Secretary shall keep the records and minutes of the proceedings of the Board and the books and papers pertaining to the office. They shall be open for inspection by any member of the Board or officer of the University. The Secretary shall be *ex officio* Clerk of the Executive Committee of the Board and keep its record, shall counter-sign all warrants on the Treasurer and shall insert in each warrant the particular appropriation or fund as authorized by the Board or the Executive Committee thereof. The Secretary shall notify the President of the University of all votes, orders, or resolutions of the Board relating to the management and control of the University.

Section 3. The Secretary shall keep Minutes of the proceedings of the Board, which shall contain summary statements of all matters presented by the Chair, the President of the University, the Secretary, the Comptroller, or other officer, or communications of any character to the Board on which action is taken, with identification reference by title or number to all papers or other exhibits in connection therewith. Such communications shall not be recorded verbatim unless ordered by a vote of the Board provided that all

regular financial or business statements, recommendations, or reports, or lists of appointments submitted, shall be entered in complete form therein.

Section 4. Treasurer. The Treasurer shall be the custodian of all the funds and securities belonging to the University, and shall give bond for the faithful performance of the duties and the proper accounting and delivery thereof, whenever required and with such security as may be approved by the Board.

Such bond shall be in such amount as the Board may require from time to time, but not for less than five hundred thousand dollars.

The Treasurer shall not have authority to invest any permanent funds or convert any securities in the Treasurer's hands, except as directed by the Board. The Treasurer shall not have authority to act or vote upon the making or letting of any University contract or the performance of any work, including, but not limited to, the selection of any bank in which the University's funds or property may be deposited.

The Treasurer shall pay out of any funds such sums only as shall be represented by warrants signed by the Chair and counter-signed by the Secretary of the Board.

The Treasurer shall make a detailed report to the Board of all securities held by the Treasurer and of all receipts and disbursements

annually, or oftener when required, beginning with the balances shown in the last report.

Section 5. Comptroller. The Comptroller shall be the general fiscal officer of the Board of Trustees and of the University and shall approve for the Board all expenditures for which an appropriation has been made. The Comptroller shall assist the Finance and Audit Committee of the Board in matters pertaining to the handling of funds and investments. The Comptroller shall report to the Board quarterly the financial condition and operations of the University, and at such times and on such other matters as it may direct. Unless otherwise ordered by the Board in specific cases, contracts to which the University is a party shall be signed by the Comptroller and attested by the Secretary of the Board.

Section 6. University Counsel. The University Counsel shall be the general legal officer of the Board of Trustees and the University, and shall serve as legal advisor to the Board of Trustees, to the President of the University, and to other administrative officers of the University. The University Counsel shall represent the University and the Board of Trustees in all legal proceedings, unless otherwise provided.

Section 7. Associate or Assistant Secretary and Deputy or Assistant Comptroller. The Chair, in consultation with the President of the University,

may appoint members of the staff as Associate or Assistant Secretary and Deputy or Assistant Comptroller, who shall perform the duties of the Secretary and Comptroller, respectively, during occasional absences of those officers, and who shall perform such other duties as from time to time may be assigned to them.

Section 8. Duties of all officers and appointees of the Board shall include those as may be defined in the *Statutes* and the *General Rules* of the University, or as may be otherwise ordered or authorized by the Board.

ARTICLE VII. PRESIDENT OF THE UNIVERSITY ³

Section 1. President of the University. The President of the University shall be the official adviser and executive agent of the Board, shall be *ex officio* a member of all committees, without vote, and shall attend all meetings of the Board of Trustees. The President of the University shall make such recommendations to the Board of Trustees and its committees from time to time as may seem to the President wise, touching any phase of

³110 ILCS 305/4 (FORMERLY ILLINOIS REVISED STATUTES 1991, CHAPTER 144, PARAGRAPH 25) provides: The board of trustees shall elect a regent who shall be charged with the general supervision of the educational facilities and interests of the university. Said regent shall be known as President of the University and his term of office shall be at the pleasure of the board of trustees.

University policy or administration. The President shall make all nominations for appointments to positions under the Board of Trustees.

All communications from any instructor, officer, or other employee of the University, addressed to the Board of Trustees of the University or to any committee thereof, shall be transmitted through the President of the University.

All rules, regulations, directions, orders or instructions of the Board of Trustees, or of any committee or member thereof, addressed to any instructor, officer, or other employee of the Board shall be transmitted through the President of the University.

The President of the University shall perform such other duties as may be provided by the Statutes of the University.

The President of the University shall be elected to hold the office on indefinite tenure, at the pleasure of the Board.

ARTICLE VIII. AMENDMENTS; REPEAL

Section 1. All By-Laws of the Board of Trustees and all resolutions or orders heretofore passed, inconsistent with the provisions of these By-Laws, are hereby repealed.

Section 2. These By-Laws may be amended or repealed at any regular meeting of the Board by a majority vote of record of all the members of the Board constituting it by law, provided that copies of such amendments shall be submitted in writing and furnished each member at the beginning of such meeting.

UNIVERSITY OF ILLINOIS-URBANA



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